

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE
PERIOD FROM JUNE 1, 2019 THROUGH JUNE 30, 2019**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from June

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1, 2019 through June 30, 2019 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$8,266.65 and payment of \$6,613.32, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	June 1, 2019 through June 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$8,266.65 ²
80% of compensation sought as actual, reasonable and necessary:	\$6,613.32
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55 (payment of 80% or \$5,194.84)	\$0.00	\$5,194.84 (80% of \$6,493.55)	\$0.00	\$1,298.71
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55 (payment of 80% or \$1,778.84)	\$0.00	\$1,778.84 (80% of \$2,223.55)	\$0.00	\$444.71
6/28/18; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85 (payment of 80% or \$11,662.28)	\$0.00	\$11,662.28 (80% of \$14,577.85)	\$0.00	\$2,915.57

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
Total		\$981.75	\$0.00	\$981.75	\$0.00

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Daloia, James F	Director of Solicitation	0.50	\$240.00	\$120.00
Johnson, Craig	Director of Solicitation	28.60	\$240.00	\$6,864.00
Pullo, Christina	Director of Solicitation	2.90	\$240.00	\$696.00
Sharp, David	Director of Solicitation	0.30	\$240.00	\$72.00
Adler, Adam M	Director	0.90	\$220.00	\$198.00
Dubin, Mariah	Director	1.10	\$220.00	\$242.00
Jaffar, Amrita C	Director	0.10	\$220.00	\$22.00
Weiner, Shira D	Director	1.20	\$220.00	\$264.00
Brown, Mark M	Solicitation Consultant	6.90	\$215.00	\$1,483.50
Labissiere, Pierre	Solicitation Consultant	5.60	\$215.00	\$1,204.00
Orchowski, Alex T	Solicitation Consultant	0.10	\$215.00	\$21.50
Scully, Nickesha C	Solicitation Consultant	0.20	\$215.00	\$43.00

Allen, Richard M	Director	1.20	\$210.00	\$252.00
Pagan, Chanel C	Consultant	0.30	\$175.00	\$52.50
Singh, Kevin	Technology Consultant	5.00	\$55.00	\$275.00
	TOTAL	54.90		\$11,809.50³
	BLENDED RATE		\$215.11	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Ballots	5.00	\$275.00
Call Center / Credit Inquiry	4.80	\$1,073.50
Retention / Fee Application	1.50	\$316.50
Solicitation	43.60	\$10,144.50
TOTAL	54.90	\$11,809.50⁴

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
N/A	N/A
TOTAL	\$0.00

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^{3, 4} This amount has been discounted to \$8,266.65 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$150.58.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and

retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$8,266.65 and payment of \$6,613.32, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services

rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$8,266.65 and payment of \$6,613.32, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: July 30, 2019
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165

primeclerk.com

Hourly Fees by Employee through June 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KS	Singh, Kevin	TC - Technology Consultant	5.00	\$55.00	\$275.00
CCP	Pagan, Chanel C	CO - Consultant	0.30	\$175.00	\$52.50
RMA	Allen, Richard M	DI - Director	1.20	\$210.00	\$252.00
MMB	Brown, Mark M	SA - Solicitation Consultant	6.90	\$215.00	\$1,483.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	5.60	\$215.00	\$1,204.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	0.10	\$215.00	\$21.50
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.20	\$215.00	\$43.00
AMA	Adler, Adam M	DI - Director	0.90	\$220.00	\$198.00
MDU	Dubin, Mariah	DI - Director	1.10	\$220.00	\$242.00
ACJ	Jaffar, Amrita C	DI - Director	0.10	\$220.00	\$22.00
SW	Weiner, Shira D	DI - Director	1.20	\$220.00	\$264.00
JFD	Daloia, James F	DS - Director of Solicitation	0.50	\$240.00	\$120.00
CJ	Johnson, Craig	DS - Director of Solicitation	28.60	\$240.00	\$6,864.00
CP	Pullo, Christina	DS - Director of Solicitation	2.90	\$240.00	\$696.00
DS	Sharp, David	DS - Director of Solicitation	0.30	\$240.00	\$72.00
TOTAL:			54.90		\$11,809.50

Hourly Fees by Task Code through June 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	5.00	\$275.00
INQR	Call Center / Credit Inquiry	4.80	\$1,073.50
RETN	Retention / Fee Application	1.50	\$316.50
SOLI	Solicitation	43.60	\$10,144.50

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TOTAL:	54.90	\$11,809.50
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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call M. Weinberg (Cleary Gottlieb) on status of ESL party list and participants in second lien credit facility as of the voting record date for purposes of solicitation	Solicitation	0.40
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with James Gadsden (Carter Ledyard) RE: medium term notes	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. DiDonato (WGM) on status of entry of disclosure statement order	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communications with M. Callahan (BNY Mellon) RE: medium term notes	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding discussion with P. Labissiere (Prime Clerk) on plan class report	Solicitation	0.70
06/03/19	CJ	DS	Revise and circulate class 2 / class 4 lender ballot and class 2 / class 4 master ballot for use by holders of second lien debt	Solicitation	1.10
06/03/19	CJ	DS	Revise ballots based on comments from A. Alves (Seward Kissel)	Solicitation	0.40
06/03/19	CJ	DS	Update securities spreadsheet based on feedback from indenture trustees	Solicitation	0.50
06/03/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding solicitation preparations, plan class report, ballot issues and updates from Weil team	Solicitation	0.60
06/03/19	KS	TC	Technical support for processing ballots	Ballots	1.70
06/04/19	CJ	DS	Compile and catalog registered holder information for all notes	Solicitation	0.70
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding calls with M. Callahan (BNY Mellon) on registered holders of 2002 SRAC unsecured notes (medium term notes)	Solicitation	0.60
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communication with E. Fox (Seyfarth) on any registered holders of second lien notes	Solicitation	0.20
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communication with J. Gadsden (Carter Ledyard) on any registered holders of 2002 SRAC Unsecured "Medium Term Notes"	Solicitation	0.30
06/04/19	CJ	DS	Review and analyze plan classing for solicitation purposes	Solicitation	0.60
06/04/19	CJ	DS	Review registered holder information and apprise WGM of those holders for voting purposes	Solicitation	0.40

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06/04/19	CJ	DS	Revise Class 2 and Class 4 second lien credit facility ballot	Solicitation	0.70
06/04/19	CP	DS	Coordinate with Prime Clerk case team regarding solicitation and ballot issues	Solicitation	0.20
06/04/19	KS	TC	Technical support for processing ballots	Ballots	1.90
06/04/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.20
06/05/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
06/05/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. Labissiere on status of solicitation preparation	Solicitation	0.40
06/05/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding e-mail with P. DiDonato (WGM) on ballots	Solicitation	0.40
06/05/19	CP	DS	Monitor solicitation preparation and updates in coordination with Prime Clerk case team	Solicitation	0.20
06/06/19	AMA	DI	Meet with Prime Clerk team re solicitation logistics; internal follow up re same	Solicitation	0.80
06/06/19	CJ	DS	Compile voting information for lenders and conduct quality assurance of that information	Solicitation	0.60
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with D. Klein (Broadridge) re: tabulating votes through Broadridge	Solicitation	0.80
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding calls and e-mails with M. Weinberg (Cleary) re identities of lenders for voting and noticing purposes	Solicitation	0.40
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with P. DiDonato (WGM) on status of disclosure statement order and timetable for mailing notice of confirmation hearing	Solicitation	0.40
06/06/19	CJ	DS	Review and amend ballots	Solicitation	0.70
06/06/19	MDU	DI	Meet and confer with Prime Clerk team re upcoming solicitation noticing, communication and ballot intake and processing logistics	Solicitation	0.80
06/06/19	MMB	SA	Confer and coordinate with case team (C. Johnson, A. Adler, M. Carey, H. Baer) re upcoming solicitation	Solicitation	0.80
06/06/19	PL	SA	Confer and coordinate with case team re the upcoming solicitation	Solicitation	0.70
06/06/19	RMA	DI	Confer and correspond with H Baer, M Dubin, C Johnson, A Adler and S Bindra re upcoming solicitation	Solicitation	0.90
06/07/19	CJ	DS	Compile and draft communication plan in connection with solicitation	Call Center / Credit Inquiry	0.70
06/07/19	CJ	DS	Coordinate with M. Weinberg (Cleary) regarding loan parties for solicitation mailing purposes	Solicitation	0.40
06/07/19	CJ	DS	Manage Prime Clerk proprietary database for voting purposes	Solicitation	0.50
06/07/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with H. Baer, A. Adler, and P. Labissiere (Prime Clerk) on plan for handling of inbound solicitation related calls	Call Center / Credit Inquiry	0.50

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06/07/19	CP	DS	Review emails between Weil (N. Hwangpo, P. DiDonato), Cleary (C. Rosenbloom) and Prime Clerk case team regarding lender solicitation issues and solicitation status	Solicitation	0.20
06/07/19	KS	TC	Technical support for processing ballots	Ballots	1.40
06/07/19	MDU	DI	Meet and confer with Prime Clerk team re upcoming communication needs relating to solicitation mailing	Call Center / Credit Inquiry	0.30
06/07/19	MMB	SA	Review correspondence with case team (C. Johnson; A. Adler, P. Labissiere), Debtors' counsel (N. Hwangpo, P. DiDonato at Weil, Gotshal), and lender counsel (M. Weinberg and C. Rosenbloom at Cleary Gottlieb) related to upcoming solicitation	Solicitation	0.20
06/07/19	PL	SA	Respond to nominee inquiries related to upcoming solicitation	Call Center / Credit Inquiry	0.50
06/10/19	CJ	DS	Prepare for and coordinate with P. Labissiere and M. Brown (Prime Clerk) regarding the customized of the Class 4 Ballots to the registered holders of medium term notes	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with D. Klein (Broadridge) re: processing of voting event through Broadridge's electronic voting platform	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with M. Weinberg (Cleary) on status of lender information for voting purposes	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. DiDonato (WGM) on status of disclosure statement order	Solicitation	0.30
06/10/19	CJ	DS	Prepare process for receipt and response to expected solicitation inquiries	Call Center / Credit Inquiry	0.40
06/10/19	CJ	DS	Review latest drafts of ballots as customized for each voting bloc in preparation for solicitation	Solicitation	0.60
06/10/19	MMB	SA	Confer and coordinate with case team (C. Johnson, P. Labissiere) re upcoming solicitation (.3); draft and revise ballots (.8)	Solicitation	1.10
06/10/19	PL	SA	Respond to creditor inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.80
06/10/19	RMA	DI	Confer and correspond with solicitation team re upcoming tasks	Solicitation	0.30
06/11/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) regarding status of disclosure statement order	Solicitation	0.10
06/11/19	CP	DS	Coordinate with Prime Clerk case team (C. Johnson, P. Labissiere) regarding solicitation preparation and related issues	Solicitation	0.30
06/11/19	PL	SA	Respond to creditor inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.90
06/12/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with D. Klein (Broadridge) regarding processing opt-out elections	Solicitation	0.40
06/12/19	CJ	DS	Prepare for, participate in, and conduct follow up on call	Solicitation	0.40

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			with P. Didonato and A. Hwang (WGM) regarding opt-out elections		
06/12/19	CJ	DS	Review and revise all ballot forms for all classes of creditors	Solicitation	2.40
06/12/19	CP	DS	Coordinate with Broadridge, Prime Clerk case team (D. Sharp, C. Johnson) and Weil (G. Fail) regarding bond voting and plan release opt out issues	Solicitation	1.10
06/12/19	DS	DS	Prepare for and participate in telephone conference with Sears regarding solicitation mechanics	Solicitation	0.30
06/12/19	MMB	SA	Confer and coordinate with case team (C. Johnson, P. Labissiere) re upcoming solicitation (.4); draft and revise ballots (1.9)	Solicitation	2.30
06/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding call with N. Hwangpo and P. diDonato (WGM) and J. Daloia (Prime Clerk) on opt-out mechanics	Solicitation	0.60
06/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding communications with Broadridge on the processing of opt-outs	Solicitation	0.40
06/13/19	JFD	DS	Telephone conference with P. DiDanato at Weil and Craig Johnson regarding solicitation mechanics	Solicitation	0.50
06/13/19	PL	SA	Respond to nominee inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.70
06/14/19	CJ	DS	Revise Sears ballots per client comments	Solicitation	1.60
06/15/19	CJ	DS	Review and revise ballots	Solicitation	4.30
06/17/19	CJ	DS	Follow up and exchange e-mails with WGM Team regarding status of solicitation and mechanics for opt-out	Solicitation	0.40
06/17/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding communications with D. Klein (Broadridge) on mechanics for collecting votes	Solicitation	0.40
06/17/19	CP	DS	Coordinate with Prime Clerk case team regarding solicitation issues, latest ballot drafts and opt out issues	Solicitation	0.30
06/18/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re upcoming solicitation (.1); draft and revise ballots (.7)	Solicitation	0.80
06/18/19	SW	DI	Draft monthly fee statement for filing with court	Retention / Fee Application	1.20
06/19/19	CJ	DS	Prepare to circulate revised drafts of class 5 ESL ballots	Solicitation	0.40
06/19/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re upcoming solicitation (.1); draft and revise ballots (1.6)	Solicitation	1.70
06/20/19	CJ	DS	Gather, format, and provide to P. DiDonato (WGM) form of ballots for inclusion in submitted disclosure statement order	Solicitation	0.40
06/25/19	CJ	DS	Coordinate with D. Klein (Broadridge) on revised ballot templates	Solicitation	0.30
06/25/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communications with M. Weinberg (Cleary) on lender voting information	Solicitation	0.20
06/25/19	PL	SA	Confer and coordinate with Prime Clerk case team re logistics relating to the upcoming solicitation mailing	Solicitation	1.50

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06/26/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with M. Weinberg (Clearly) on status of lender information for solicitation purposes	Solicitation	0.30
06/27/19	CJ	DS	Prepare, participate in, and conduct follow up regarding communications with Broadridge (R. Altinel) on status of upcoming solicitation	Solicitation	0.20
06/28/19	ACJ	DI	Meet and confer with A. Adler team re logistics for processing upcoming ballots	Solicitation	0.10
06/28/19	AMA	DI	Conference with A. Jaffar team re ballot processing logistics	Solicitation	0.10
06/28/19	CCP	CO	Review and file monthly fee statement	Retention / Fee Application	0.30
06/28/19	PL	SA	Draft email to Prime Clerk team to coordinate solicitation and related outstanding items	Solicitation	0.50
Total Hours					54.90

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

None.